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December 22, 2005

REDACTED – FOR PUBLIC INSPECTION

VIA ELECTRONIC FILING

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Re: Response to Information and Document Request of December 5, 2005 and Submission of Confidential and Highly Confidential Documents Under Seal Pursuant to Protective Order (DA 05-1673) and Second Protective Order (DA 05-3226) Issued in MB Docket No. 05-192

Dear Ms. Dortch:

On Monday, December 19, 2005, Time Warner Inc. ("Time Warner") filed its initial response (the "Initial Response") to the December 5, 2005 letter from Donna C. Gregg, Media Bureau Chief, transmitting a request for certain information and documents (the "Information and Document Request") related to the transactions involving Time Warner, Comcast Corporation ("Comcast"), and Adelphia Communications Corporation ("Adelphia") that are the subject of the Consolidated Application for Authority to Transfer Control in MB Docket No. 05-192.

As indicated in the Initial Response, certain information and documents to be produced by Time Warner in response to the Information and Document Request include highly confidential information for which Time Warner submitted a request for expanded confidentiality protection jointly with Adelphia and Comcast. As such, the Initial Response included only certain exhibits for which confidentiality had not been requested and which had been completed to date. Time Warner indicated it would supplement its Initial Response on a rolling basis as specific exhibits and document productions were completed and after the request for higher level confidentiality had been addressed.

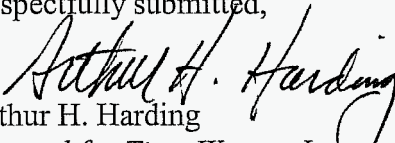
On December 21, 2005, the Commission adopted a Second Protective Order¹ (the "Second Protective Order") in this proceeding affording enhanced protection to the highly confidential information to be submitted in response to the Information and Document Request.

Transmitted herewith is the redacted version of Exhibits and Document Sets containing highly confidential information responsive to the Information and Document Request that are entitled to additional protection under the Second Protective Order. In addition, transmitted herewith, pursuant to the Initial Protective Order² adopted in this proceeding (the "Initial Protective Order"), is the redacted version of Exhibits and Document Sets containing confidential information supplementing the Initial Response (the confidential and highly confidential submissions collectively the "Confidential Filing.") This filing includes Exhibits I(A)(1)-(6), II(B)(1)-(2), II(C)(1)-(2), III(A), III(B), III(C), III(E)(1)-(2) and III(F)(1)-(2), and Document Sets C-E, as referenced in Time Warner's Initial Response. Certain Exhibits and Document Sets are not included with this filing, however, as Time Warner continues to retrieve and review materials responsive to the Information and Document Request.

The redacted version of this submission is being provided to FCC staff pursuant to the terms of the Initial and Second Protective Orders. In addition, pursuant to the Initial Protective Order and Second Protective Order, Time Warner is submitting copies of the unredacted, confidential and highly confidential version of its Exhibits and Document Sets (the "Confidential Filing") to Julie Salovaara and Brenda Lewis, Industry Analysis Division, Media Bureau. The Confidential Filing will be made available for inspection, pursuant to the terms of the Initial and Second Protective Orders, at the offices of Fleischman and Walsh, L.L.P. at the address above. Arrangements for inspection may be made by contacting Craig A. Gilley at (202) 939-7900.

Please do not hesitate to contact the undersigned if you have any questions.

Respectfully submitted,


Arthur H. Harding
Counsel for Time Warner Inc.

cc: Best Copy and Printing, Inc.

¹ Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors, to Time Warner Cable Inc. (Subsidiaries), Assignees; Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors and Transferors, to Comcast Corporation (subsidiaries), Assignees and Transferees; Comcast Corporation, Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corporation, Transferee, Order Adopting Second Protective Order, DA 05-3226 (rel. Dec. 21, 2005).

² Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors, to Time Warner Cable Inc. (Subsidiaries), Assignees; Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors and Transferors, to Comcast Corporation (subsidiaries), Assignees and Transferees; Comcast Corporation, Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corporation, Transferee, Order Adopting Protective Order, DA 05-1673 (rel. June 16, 2005).

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